

UNITED STATES BANKRUPTCY COURT Northern District of Illinois		VOLUNTARY PETITION																																																																																																																									
Name of Debtor (if individual, enter Last, First, Middle): <b>Northwest Bancorporation of Illinois, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):																																																																																																																										
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):  <b>Hershenhorn Bancorporation, Inc.</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																																																																																																																										
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>36-2960422</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):																																																																																																																										
Street Address of Debtor (No. and Street, City, and State):  <b>300 East Northwest Highway, Palatine, Illinois</b>	Street Address of Joint Debtor (No. and Street, City, and State):																																																																																																																										
<b>ZIP CODE 60067</b>	<b>ZIP CODE</b>																																																																																																																										
County of Residence or of the Principal Place of Business: <b>Cook County</b>	County of Residence or of the Principal Place of Business:																																																																																																																										
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):																																																																																																																										
<b>ZIP CODE</b>	<b>ZIP CODE</b>																																																																																																																										
Location of Principal Assets of Business Debtor (if different from street address above):																																																																																																																											
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<b>Type of Debtor</b> (Form of Organization) (Check one box.)	<b>Nature of Business</b> (Check one box.)	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)																																																																																																																									
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding																																																																																																																									
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."  <input checked="" type="checkbox"/> Debts are primarily business debts.																																																																																																																									
<b>Filing Fee</b> (Check one box.)		<b>Chapter 11 Debtors</b>																																																																																																																									
<input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 ( <i>amount subject to adjustment on 4/01/16 and every three years thereafter</i> ).  <b>Check all applicable boxes:</b> <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																																																																																																																									
<b>Statistical/Administrative Information</b> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td colspan="10">Debtor estimates that funds will be available for distribution to unsecured creditors.</td> </tr> <tr> <td><input type="checkbox"/></td> <td colspan="10">Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</td> </tr> <tr> <td colspan="11"><b>Estimated Number of Creditors</b></td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> <td></td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="11"><b>Estimated Assets</b></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> <td></td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="11"><b>Estimated Liabilities</b></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> <td></td> </tr> </table>			<input checked="" type="checkbox"/>	Debtor estimates that funds will be available for distribution to unsecured creditors.										<input type="checkbox"/>	Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										<b>Estimated Number of Creditors</b>											<input checked="" type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000		<b>Estimated Assets</b>											<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion		<b>Estimated Liabilities</b>											<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion																							
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<b>THIS SPACE IS FOR COURT USE ONLY</b>																																																																																																																											

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Northwest Bancorporation of Illinois, Inc.
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)		
Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)		
Name of Debtor: None.	Case Number:	Date Filed:
District:	Relationship:	Judge:
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).
		X _____ Signature of Attorney for Debtor(s) (Date)
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?		
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)		
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.		
If this is a joint petition:		
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.		
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)		
(Name of landlord that obtained judgment)		
(Address of landlord)		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

B1 (Official Form 1) (04/13)

Page 3

Voluntary Petition (This page must be completed and filed in every case.)		Name of Debtor(s): Northwest Bancorporation of Illinois, Inc.
Signatures		
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.            [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.            [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p>		<b>Signature of a Foreign Representative</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p>
X	Signature of Debtor	
X	Signature of Joint Debtor	
Telephone Number (if not represented by attorney)		
Date		
<b>Signature of Attorney*</b>		
X	/s/ David R. Seligman, P.C. Signature of Attorney for Debtor(s) <b>David R. Seligman, P.C.</b> Printed Name of Attorney for Debtor(s) <b>Kirkland &amp; Ellis LLP</b> Firm Name <b>300 North LaSalle</b> <b>Chicago, Illinois 60654</b> Address <b>(312) 862-2000</b> Telephone Number <b>04/29/2015</b> Date	
<p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>		
<b>Signature of Debtor (Corporation/Partnership)</b>		
<p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p>		
X	 Signature of Authorized Individual <b>Alan Reasoner</b> Printed Name of Authorized Individual <b>President</b> Title of Authorized Individual <b>04/29/2015</b> Date	
<b>Signature of Non-Attorney Bankruptcy Petition Preparer</b> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p>		
Printed Name and title, if any, of Bankruptcy Petition Preparer		
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)		
Address  X Signature		
Date		
Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.		
Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.		
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.		
<i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>		

**Northwest Bancorporation of Illinois, Inc.**

**RESOLUTIONS ADOPTED  
BY THE BOARD OF DIRECTORS**

**APRIL 27, 2015**

**At a telephonic meeting held on April 27, 2015, the Board of Directors of Northwest Bancorporation of Illinois, Inc. took the following actions and adopted the following resolutions pursuant to the bylaws of Northwest Bancorporation of Illinois, Inc. and Section 141(i) of the General Corporation Law of the State of Delaware:**

**WHEREAS**, the board of directors (the “Board of Directors”) of Northwest Bancorporation of Illinois, Inc. (the “Company”) reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s businesses, creditors, and other parties in interest;

**WHEREAS**, the Board of Directors has had the opportunity to consult with the Company’s management team and the financial and legal advisors and fully consider each of the strategic alternatives available to the Company;

**WHEREAS**, pursuant to the direction of the Board of Directors, the Company’s management and advisors engaged in good-faith negotiations with the Company’s stakeholders over the terms of a comprehensive Plan Support Agreement (the “Plan Support Agreement”);

**WHEREAS**, the Board of Directors, based on its business judgment and acting in the best interests of the Company, its creditors, and other parties in interest, entered into the Plan Support Agreement with those certain supporting creditor, shareholder, and management parties to such Plan Support Agreement;

**WHEREAS**, pursuant to the direction of the Board of Directors, the Company’s management and advisors engaged in good-faith negotiations with the certain holders of the trust preferred securities over the terms of the *Debtor’s Prepackaged Chapter 11 Plan of Reorganization* (the “Prepackaged Plan”);

**WHEREAS**, the Board of Directors, based on its business judgment and acting in the best interests of the Company, its creditors, and other parties in interest, approved the Prepackaged Plan and disclosure statement related thereto for solicitation of votes from the holders of the claims entitled to vote on the Prepackaged Plan (the “Claims Holders”) and for filing with the United States Bankruptcy Court for the Northern District of Illinois, if and when appropriate;

**WHEREAS**, the Claims Holders that have voted to date have unanimously approved the Prepackaged Plan and have submitted votes sufficient to satisfy the voting requirements of the bankruptcy code;

**I. Voluntary Petition under the Provisions of Chapter 11 of the United States Bankruptcy Code**

**NOW, THEREFORE, BE IT RESOLVED**, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors, and other parties in interest that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”); and

**RESOLVED**, that Alan Reasoner and any other officer of the Company (each, an “Authorized Officer” and, collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and hereby is, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings, and other papers or documents as necessary to commence the chapter 11 case and obtain chapter 11 relief, and to take any and all further acts and deeds that they deem necessary, proper, and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such chapter 11 case;

**II. Retention of Professionals**

**RESOLVED**, that each Authorized Officer be, and hereby is, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, each Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP;

**RESOLVED**, that each Authorized Officer, be, and hereby is, authorized and directed to employ River Branch Capital LLC as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations and, in connection therewith, each Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of River Branch Capital LLC;

**RESOLVED**, that each Authorized Officer be, and hereby is, authorized and directed to employ any other professionals to assist the Company in carrying

out its duties under the Bankruptcy Code; and in connection therewith, each Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

### **III. Further Actions and Prior Actions**

**RESOLVED**, that all members of the Board of Directors of the Company have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing Resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice;

**RESOLVED**, that each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;

**RESOLVED**, that all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified; and

**RESOLVED**, that each Authorized Officer is authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these Resolutions hereunder as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment as may be necessary or appropriate to effectuate the purposes of the foregoing Resolutions.

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

**LIST OF CREDITORS  
HOLDING THE 20 LARGEST UNSECURED CLAIMS**

The above-captioned debtor and debtor in possession (the “Debtor”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The following is the list of the Debtor’s creditors holding the 20 largest unsecured claims (the “Creditor List”) based on the Debtor’s books and records as of approximately April 29, 2015. The Creditor List is prepared in accordance with rule 1007(d) of the Federal Rules of Bankruptcy Procedure. The Creditor List does not include (a) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (b) secured creditors. The information contained herein shall neither constitute an admission of liability by, nor bind, the Debtor. The information herein, including the failure of the Debtor to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtor’s right to contest the validity, priority, or amount of any claim.

<sup>1</sup> The Debtor in this chapter 11 case is Northwest Bancorporation of Illinois, Inc.; the last four digits of the Debtor's federal tax identification number are: 0422. The location of the Debtor's headquarters and the service address for the Debtor is: 300 East Northwest Highway, Palatine, Illinois 60067.

	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
1.	Hershenhorn Capital Trust I (for the benefit of Hare & Co. as registered holder and HoldCo Opportunities Fund, L.P., as beneficial holder of capital securities)	<u>Registered Holder</u>  Hare & Co. c/o The Bank of New York P.O. Box 11203 New York, NY 10286  <u>Beneficial Holder</u>  HoldCo Opportunities Fund, L.P. Attn: Vik Ghei, Member HoldCo Asset Management 32 Broadway Suite 1201 New York, NY 10004	Debentures and Trust Preferred Securities		\$28,764,653.63
2.	Hershenhorn Statutory Trust I (for the benefit of Hare & Co. as registered holder and Preferred Term Securities XXIII, Ltd., as beneficial holder of capital securities)	<u>Registered Holder</u>  Hare & Co. c/o The Bank of New York P.O. Box 11203 New York, NY 10286  <u>Beneficial Holder</u>  Preferred Term Securities XXIII, Ltd. Attn: The Directors c/o MaplesFS Limited P.O. Box 1093 Boundary Hall Cricket Square Grand Cayman KY1-1102 Cayman Islands	Debentures and Trust Preferred Securities		\$14,745,538.27
3.	Hershenhorn Capital Trust II (for the benefit of Hare & Co. as registered holder and OSK, LLC, as beneficial holder of capital securities)	<u>Registered Holder</u>  Hare & Co. c/o The Bank of New York P.O. Box 11203 New York, NY 10286  <u>Beneficial Holder</u>  OSK, LLC Attn: Adam Bernier, Managing Director 4121 West 50th Street Suite 300 Edina, MN 55424	Debentures and Trust Preferred Securities		\$7,505,004.79

	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
4.	First Bank & Trust Company of Illinois	Attn: Alan Reasoner 300 East Northwest Highway Palatine, IL 60067	Intercompany Payable		\$280,000.00
5.					
6.					
7.					
8.					
9.					
10.					
11.					
12.					
13.					
14.					
15.					
16.					
17.					
18.					
19.					
20.					

**DECLARATION UNDER PENALTY  
OF PERJURY REGARDING LIST OF CREDITORS**

Pursuant to 28 U.S.C. § 1746, I, Alan Reasoner, declare under penalty of perjury that I have reviewed the List of Creditors Holding the 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: April 29, 2015

  
\_\_\_\_\_  
Alan Reasoner  
President

Creditor Matrix (FINAL)\_(35982219\_1).TXT

Creditor Matrix

AIG  
Attn: Officer  
Financial Lines Claims  
P.O. Box 25947  
Shawnee Mission, KS 66225

American Bankers Insurance Company of FL  
Attn.: Officer  
Flood Service Center  
P.O. Box 4337  
Scottsdale, AZ 85261-4337

Attorney General for the State of IL  
Attn.: Lisa Madigan  
Office of Attorney General  
500 S 2nd St.  
Springfield, IL 62701

Bank of New York,  
101 Barclay Street,  
Floor 21W, New York, NY 10286  
Attn: Corporate Trust Admin. Officer

BONY Mellon Global Corp. Trust-CDO Group  
Attn: Stephen Kovach  
525 William Penn Place, 8th Floor  
Pittsburgh, PA 15259

BONY Mellon Global Corp. Trust-CDO Group  
Attn: Faran Ives  
525 William Penn Place, 8th Floor  
Pittsburgh, PA 15259

Margaret E. Brown  
Associate Client Service Manager  
The Bank of New York Mellon Corp. Trust  
525 William Penn Place, 38th Floor  
Pittsburgh, PA 15259

Crump Insurance Services, Inc.  
Attn.: Robert J. Pearson  
500 W. Van Buren St. #1500  
Chicago, IL 60607

Delaware Secretary of State  
Corporations Franchise Tax  
P.O. Box 898  
Dover, DE 19903

Delaware State Treasury  
Attn.: Bankruptcy Dept.  
820 Silver Lake Blvd, Ste 100  
Dover, DE 19904

Ken Eisenman  
c/o 300 East Northwest Highway  
Palatine, IL 60067

Esser Hayes Insurance Group Inc.  
Attn.: Ray Hayes  
1811 High Grove Lane, Suite 139

Naperville, IL 60540 Creditor Matrix (FINAL)\_(35982219\_1).TXT

Executive Liability Underwriters  
Attn.: Officer  
One Constitution Plaza, 16th Floor  
Hartford, CT 06103

Federal Deposit Insurance Corp.  
Attn.: Timothy E. Davis  
300 South Riverside Plaza, Suite 1700  
Chicago, IL 60606

Federal Reserve Bank of Chicago  
Attn.: Elizabeth Knospe  
230 S. LaSalle St.  
Chicago, IL 60604

First Bank & Trust Company of Illinois  
Attn.: Alan Reasoner  
300 East Northwest Highway  
Palatine, IL 60067

First Bank & Trust Company of Illinois  
Attn.: Alan Reasoner  
300 East Northwest Highway  
Palatine, IL 60067

Hare & Co.  
c/o The Bank of New York  
101 Barclay Street, 8th Floor East  
Corporate Trust Administration, CDO Unit  
New York, NY 10286

Hare & Co.  
c/o The Bank of New York  
P.O. Box 11203  
New York, NY 10286

Hare & Co.  
c/o The Bank of New York  
Attn: Income Dept 10th Floor  
2 Hanson Place  
Brooklyn, NY 11217

Ms. Lindsay F Hershenhorn  
3638 22nd Street  
San Francisco, CA 94114

Ms. Sarah H Hershenhorn  
In care of Mr. Robert G Hershenhorn  
980 Spyglass Lane  
Naples, FL 34102

Robert Hershenhorn  
980 Spyglass Lane  
Naples, FL 34102

HoldCo Opportunities Fund, L.P.  
Attn: Vicki Ghei  
32 Broadway Suite 1201  
New York NY 10004

IDFPR, Division of Banking

Creditor Matrix (FINAL)\_(35982219\_1).TXT

Attn.: Michael J. Mannion  
100 W. Randolph St., 9th Floor  
Chicago, IL 60601

IDPR, Division of Banking  
Attn.: Michael J. Mannion  
320 W. Washington Street  
Springfield, IL 62786

Illinois Department of Revenue  
Attn.: Bankruptcy Unit  
100 W Randolph St., #7-400  
Chicago, IL 60601

Illinois National Insurance Company  
Attn.: Officer  
300 South Riverside Plaza, Suite 2100  
Chicago, IL 60606-6613

Illinois Secretary of State  
Attn.: Bankruptcy Unit  
213 State Capital  
Springfield, IL 62756

Internal Revenue Service  
Centralized Insolvency Operation  
2970 Market Street  
Mail Stop 5 W30 133  
Philadelphia, PA 19104

Internal Revenue Service  
Territory Manager Insolvency Territory 7  
230 S Dearborn St.  
Mail Stop 5000 Chicago  
Chicago, IL 60604

Mrs. Marlene Hoffmann  
Trustee of the M. Hoffmann Rev. Trust  
431 Ashbrook Lane  
South Elgin, IL 60177

Mrs. Marlene Hoffmann,  
Trustee of the Kimberly Reed Trust  
August 14, 1982 (as amended)  
431 Ashbrook Lane  
South Elgin, IL 60177

McGladrey LLP  
Attn: Legal Department  
1 S. Wacker Dr.  
Suite 800  
Chicago, IL 60606

Natl. Union Fire Ins. Co. of Pittsburgh  
Attn.: Officer  
175 Water Street, 18th Floor  
New York, NY 10038

Office of the United States Trustee  
Attn.: Constantine Harvalis  
219 S Dearborn St., Room 873  
Chicago, IL 60604

Creditor Matrix (FINAL)\_(35982219\_1).TXT

OSK, LLC  
Attn: Warren Staley  
3948 W. 49½ Street, Box 24794  
Edina, MN 55424

Preferred Term Securities XXIII, Inc.  
c/o RL&F Service Corp., The Directors  
One Rodney Square  
10th Floor Tenth and King Streets  
Wilmington, DE 19801

Preferred Term Securities XXIII, Ltd.  
c/o Maples Finance Ltd, The Directors  
P.O. Box 1093 GT Queensgate House  
South Church Street George Town  
Grand Cayman, Grand Cayman Islands

Alan Reasoner  
c/o 300 East Northwest Highway  
Palatine, IL 60067

Ms. Kimberly Reed  
1120 80th Street E  
Parish, FL 34219

Alexis Ross  
3 Rue Jean Daniel Colladon  
Geneva 1204 Switzerland

State Street Bank & Trust Co. of CT, NA  
Attn: VP, Corporate Trust Department  
225 Asylum Street, Goodwin Square  
Hartford, CT 06103

State Street Bank & Trust Co. of CT  
Attn: VP, Corporate Trust Department  
2 Avenue De Lafayette, 6th Floor  
Boston, MA 02111

State Street Bank and Trust Company  
Attn: Paul D. Allen, Corp. Trust Dept.  
P.O. Box 778  
Boston, MA 02102-0778

The Bank of New York  
Attn: VP, Corporate Trust Administration  
101 Barclay Street, Floor 21W  
New York, NY 10286

The Bank of New York  
Attn: Corporate Trust Officer, CDO Unit  
101 Barclay Street, 8th Floor East  
New York, NY 10286

United States Attorney  
Attn.: Joel R. Nathan, Esq.  
219 S Dearborn St., 5th Floor  
Chicago, IL 60604

U.S. Bank National Association  
Attn: Corporate Trust Services  
Raymond S. Haverstock  
60 Livingston Avenue

Creditor Matrix (FINAL)\_(35982219\_1).TXT  
St. Paul , MN 55107-1419

U. S. Bank Global Corp. Trust Services  
Deborah A. Ibrahim, Vice President  
One Federal Street  
Boston, MA 02110-0000

U. S. Bank National Association  
Attn: Mr. Paul D. Allen  
Corporate Trust Services Division  
One Federal Street, 3rd Floor  
Boston, MA 02110

U. S. Securities & Exchange Commission  
Attn.: Regional Director  
Chicago Regional Office  
175 W Jackson Blvd, Ste 900  
Chicago, IL 60604

U. S. Securities & Exchange Commission  
Secretary of the Treasury  
100 F St. NE  
Washington, D.C. 20549

Alan Wallach  
c/o 300 East Northwest Highway  
Palatine, IL 60067

Glen R. Wegmann and Maureen P. Wegmann  
62 Sheridan Street  
Elgin, IL 60123

Mrs. Sharon Wegmann  
1241 Whitingham Circle  
Naperville, IL 60540

XL Specialty Insurance Company  
Attn.: Nicholas M. Brown, Jr.  
70 Seaview Avenue  
Stamford, CT 06902-6040

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

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In re: )  
NORTHWEST BANCORPORATION ) Chapter 11  
OF ILLINOIS, INC.<sup>1</sup> ) Case No. 15-[ ] ( )  
Debtor. )  
)

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**VERIFICATION OF CREDITOR MATRIX**

I, Alan Reasoner, the undersigned authorized signatory of Northwest Bancorporation of Illinois, Inc., verify that the foregoing creditor matrix is true and correct to the best of my information and belief.

Dated: April 29, 2015  
Chicago, Illinois



Alan Reasoner  
President  
Northwest Bancorporation of Illinois, Inc.  
300 East Northwest Highway  
Palatine, Illinois 60067

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<sup>1</sup> The Debtor in this chapter 11 case is Northwest Bancorporation of Illinois, Inc.; the last four digits of the Debtor's federal tax identification number are: 0422. The location of the Debtor's headquarters and the service address for the Debtor is: 300 East Northwest Highway, Palatine, Illinois 60067.

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re: )  
NORTHWEST BANCORPORATION OF ) Chapter 11  
ILLINOIS, INC., )  
Debtor. ) Case No. 15-[\_\_\_\_\_] (\_\_\_\_\_)  
 )  
 )  
 )  
 )  
 )

## **LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

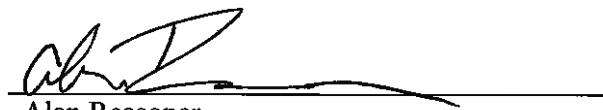
<b>Debtor</b>	<b>Equity Holder</b>	<b>Address of Equity Holder</b>	<b>Percentage of Equity Held</b>
Northwest Bancorporation of Illinois, Inc.	Mr. Robert Hershenhorn	[Redacted]	88.69%
	Mrs. Sharon Wegmann	[Redacted]	2.17%
	Mrs. Marlene Hoffmann, Trustee of the Marlene Hoffmann Revocable Trust dated June 27, 2008	[Redacted]	2.17%
	Mr. Glen R. Wegmann and Ms. Maureen P. Wegmann	[Redacted]	2.17%
	Mrs. Marlene Hoffmann, Trustee of the Kimberly Reed Trust as Established by the Carl Wegmann Declaration	[Redacted]	1.50%
	Ms. Alexis Ross	[Redacted]	0.88%
	Ms. Sarah H. Hershenhorn (in care of Mr. Robert G. Hershenhorn)	[Redacted]	0.88%
	Ms. Lindsay F. Hershenhorn	[Redacted]	0.88%
	Ms. Kimberly Reed	[Redacted]	0.66%

<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

**DECLARATION UNDER PENALTY OF PERJURY**

I, Alan Reasoner, the undersigned authorized signatory of Northwest Bancorporation of Illinois, Inc., declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: April 29, 2015



\_\_\_\_\_  
Alan Reasoner  
President

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

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In re: )  
NORTHWEST BANCORPORATION OF ) Chapter 11  
ILLINOIS, INC., )  
Debtor. ) Case No. 15-[\_\_\_\_] (\_\_\_\_)  
)  
)

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**CORPORATE OWNERSHIP STATEMENT**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10 percent or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
[Not Applicable]	[Not Applicable]

**DECLARATION UNDER PENALTY OF PERJURY**

I, Alan Reasoner, the undersigned authorized signatory of Northwest Bancorporation of Illinois, Inc., declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: April 29, 2015



\_\_\_\_\_  
Alan Reasoner  
President